



THE UNITED STATES
CORPORATION
COMPANY

97000001189

ACCOUNT NO. : 072100000032

REFERENCE : 578728 11839A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.0

ORDER DATE : October 27, 1997

ORDER TIME : 12:13 PM

ORDER NO. : 578728-005

CUSTOMER NO: 11839A

CUSTOMER: Robert R. Crittenden, Esq
CRITTENDEN & CRITTENDEN, P.A.

103 Avenue A, Northwest

Winter Haven, FL 33881

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:38

DOMESTIC FILING

NAME: ARMINGTON RANCH, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

Name	10-27
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED
97 OCT 27 PM 1:06
DIVISION OF CORPORATION

700002330257--6

97-1189

ARTICLES OF ORGANIZATION
OF
ARMINGTON RANCH, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:30

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be ARMINGTON RANCH, L.C. ("Company").

ARTICLE II - ADDRESS

The principal office of the company shall be located on Boy Scout Road, Lake Wales, Florida 33859. The mailing address of the company shall be Post Office Box 1346, Lake Wales, Florida 33853.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by The Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Robert R. Crittenden, 103 Avenue A, N.W., Winter Haven, Florida 33881.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company, in the proportions set forth by their respective names, the property as set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be required to make additional capital contributions to the company only on the unanimous consent of the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except upon the terms and conditions set forth in the Regulations as shall be approved by all of the members. A member may transfer his or her interest in the company only in the manner as set forth in the Regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that might otherwise terminate the continued membership of a member in the company, unless the company is dissolved by the consent of all the remaining members; provided that there are at least two members of the company at all times.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with the Regulations adopted by the members for the management of the business and affairs of the company. These Regulations may contain any provisions for the regulations and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

MARJORIE ARMINGTON P. O. Box 1348
Lake Wales, Florida 33853;

IN WITNESS WHEREOF, the undersigned organizers to the extent of their respective interests in the company, have made and subscribed these articles of organization on the date and location fixed below.

EXECUTED by MARJORIE ARMINGTON on the 14th day of Oct.,
1997, in Austinburg, State of Ohio.

Marjorie Armington, Trustee
Marjorie Armington, as Trustee
of the Marjorie Armington Trust
Dated February 4, 1992, as Amended
on the 21st day of December, 1995
Social Security No. 302-32-3826
Post Office Box 1348
Lake Wales, Florida 33859
(to the extent of a 50% interest
in the initial capital contribution
of the company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 27 PM 3:38

STATE OF OHIO

COUNTY OF ASHTABULA

The foregoing Articles of Organization were acknowledged before me by MARJORIE ARMINGTON, Trustee, who is personally known to me (or who produced _____ as identification), this 14th day of OCTOBER, 1997.

LINDA A. GRAY, Notary Public
State of Ohio
My Commission Expires March 8, 1998

NOTARY PUBLIC

Linda A Gray

EXECUTED by DEBORAH MOORE on the 14th day of October, 1997, in Austinburg, State of Ohio.

Deborah R. Armington
Sign: Formerly: Deborah Moore
Deborah Moore
Social Security No. 292-42-3331
1064 Orchard Grove Drive
Geneva, Ohio 44041
(to the extent of a 10% interest
in the initial capital contribution
of the company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 27 PM 3:38

STATE OF OHIO

COUNTY OF ASHTABULA

The foregoing Articles of Organization were acknowledged before me by DEBORAH MOORE, who is personally known to me (or who produced OH DL RS 136645 Exp99 as identification), this 14th day of October, 1997.

(Notary Seal)

LINDA A. GRAY, Notary Public
State of Ohio
My Commission Expires March 8, 1998

NOTARY PUBLIC

(Sign): Linda A Gray
(Print): LINDA A. GRAY

EXECUTED by ROBERT R. ARMINGTON on the 7 day of October,
1997, in Winter Haven, State of Florida.

Robert R. Armington
Robert L. Armington
Social Security No. 291-42-5323
Post Office Box 1346
Lake Wales, Florida 33859
(to the extent of a 10% interest
in the initial capital contribution
of the company)

STATE OF FLORIDA:

COUNTY OF POLK:

The foregoing Articles of Organization were acknowledged
before me by ROBERT R. ARMINGTON, who is personally known to me,
this 7th day of OCTOBER, 1997.

NOTARY PUBLIC



(Sign): Doris P. Beasley
(Print): DORIS P. BEASLEY

EXECUTED by GEORGE ARMINGTON on the 7 day of October,
1997, in Winter Haven, State of Florida.

George Armington
George Armington
Social Security No. 291-42-5323
6025 Windhover Drive
Orlando, Florida 32819
(to the extent of a 10% interest
in the initial capital contribution
of the company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:38

STATE OF FLORIDA:

COUNTY OF POLK

The foregoing Articles of Organization were acknowledged before me by GEORGE ARMINGTON, who is personally known to me (or who produced DRIVER'S LICENSE as identification), this 7th day of OCTOBER, 1997.

(Notary Seal)



DORIS P. BEASLEY
COMMISSION # CC 348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

(Sign): Doris P. Beasley
(Print): DORIS P. BEASLEY

EXECUTED by HAROLD ARMINGTON on the 10 day of OCTOBER, 1997, in Winter Haven, State of Florida.

Harold Armington
Social Security No. 272-54-7555
14526 Nettle Creek Road
Tampa, Florida 33624
(to the extent of a 10% interest
in the initial capital contribution
of the company)

STATE OF FLORIDA:

COUNTY OF POLK

The foregoing Articles of Organization were acknowledged before me by HAROLD ARMINGTON, who is personally known to me (or who produced DRIVER'S LICENSE as identification), this 7th day of OCTOBER, 1997.

(Notary Seal)



DORIS P. BEASLEY
COMMISSION # CC 348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

(Sign): Doris P. Beasley
(Print): DORIS P. BEASLEY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 27 PM 3:08

EXECUTED by CHARLES ARMINGTON on the 7 day of Oct.
1997, in Winter Haven, State of Florida

Charles Armington
905 E. Central Ave.
Orlando, FL

Charles Armington
Social Security No. 283-62-5656
c/o Robert R. Armington
Post Office Box 1346
Lake Wales, Florida 33859
(to the extent of a 10% interest
in the initial capital contribution
of the company)

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Organization were acknowledged
before me by CHARLES ARMINGTON, who is personally known to me (or
who produced DRIVER'S LICENSE as identification), this
7th day of OCTOBER, 1997.

(Notary Seal)

NOTARY PUBLIC

(Sign):

Doris P. Beasley

(Print):

DORIS P. BEASLEY



DORIS P. BEASLEY
COMMISSION # CC 348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:38

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representatives of a member of ARMINGTON RANCH, L.C., deposed and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$15,523.72.
3. The agreed value of property other than cash contributed by the members is \$1,803,090.00. A description of the property is attached and made a part hereof, as "Exhibit A."
4. The total amount of cash or property intended to be contributed by members is \$1,818,613.72. This total includes amounts from 2 and 3 above.
5. The amount of ownership interest of each of the following member is set forth following their name:

Marjorie Armington, as Trustee	
of the Marjorie Armington Trust	
Dated February 4, 1992, as Amended	
on the 21st day of December, 1995	- 50%
Deborah Moore	- 10%
Robert R. Armington	- 10%
George Armington	- 10%
Harold Armington	- 10%
Charles Armington	- 10%

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:39

The affiants say nothing further.

EXECUTED by MARJORIE ARMINGTON, TRUSTEE, on the 14th day of

October, 1997, in Austinburg, State of Ohio.

Marjorie Armington Trustee
Marjorie Armington, Trustee
Social Security No. 302-32-3826
Post Office Box 1348
Lake Wales, Florida 33859

STATE OF FLORIDA
COUNTY OF POLK



DORIS P. BEASLEY
COMMISSION # CC348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

SWORN TO and SUBSCRIBED before
me this 7th day of OCTOBER,
1997, by HAROLD ARMINGTON.

Doris P. Beasley

Personally Known _____ OR
Produced Identification ✓
Type of ID: DRIVER'S LICENSE

EXECUTED by CHARLES ARMINGTON on the 7 day of October,
1997, in Winter Haven, State of Florida.

Charles Armington

Charles Armington
Social Security No. 283-62-5656
c/o Robert R. Armington
Post Office Box 1346
Lake Wales, Florida 33859

STATE OF FLORIDA
COUNTY OF POLK



DORIS P. BEASLEY
COMMISSION # CC348644
EXPIRES MAR 26, 1998

SWORN TO and SUBSCRIBED before
me this 7th day of OCTOBER,
1997, by CHARLES ARMINGTON.

Doris P. Beasley

Personally Known _____ OR
Produced Identification ✓
Type of ID: DRIVER'S LICENSE



DORIS P. BEASLEY
COMMISSION # CC348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:39

STATE OF FLORIDA:
COUNTY OF POLK:

SWORN TO and SUBSCRIBED before
me this 7 day of October,
1997, by ROBERT R. ARMINGTON.



DORIS P. BEASLEY
COMMISSION # CC348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Doris P. Beasley
DORIS P. BEASLEY
Personally Known _____ OR
Produced Identification ✓
Type of ID: DRIVER'S LICENSE

EXECUTED by GEORGE ARMINGTON on the 7 day of October,
1997, in Winter Haven, State of Florida.

George Armington
George Armington
Social Security No. 291-42-5323
6025 Windhover Drive 274-46-5703
Orlando, Florida 32819

STATE OF Florida
COUNTY OF Polk

SWORN TO and SUBSCRIBED before
me this 7 day of October,
1997, by GEORGE ARMINGTON.



DORIS P. BEASLEY
COMMISSION # CC348644
EXPIRES MAR 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 2 9:39

George Armington Doris P. Beasley
Personally Known _____ OR
Produced Identification ✓
Type of ID: DRIVER'S LICENSE

EXECUTED by HAROLD ARMINGTON on the 7 day of October,
1997, in Winter Haven, State of Florida.

Harold Armington
Harold Armington
Social Security No. 272-54-7555
14526 Nettle Creek Road
Tampa, Florida 33624

STATE OF OHIO
COUNTY OF ASHTABULA

SWORN TO and SUBSCRIBED before
me this 14th day of October,
1997, by MARJORIE L. ARMINGTON.

Linda A Gray LINDA A. GRAY, Notary Public
State of Ohio
Personally Known ✓ OR My Commission Expires March 8, 1998
Produced Identification _____
Type of ID: _____

EXECUTED by DEBORAH MOORE on the 14 day of Oct-,
1997, in Austintown, State of Ohio

Sign: Deborah Moore
Deborah Moore
Social Security No. 292-42-3331
1064 Orchard Grove Drive
Geneva, Ohio 44041

STATE OF OHIO
COUNTY OF ASHTABULA

SWORN TO and SUBSCRIBED before
me this 14th day of October,
1997, by DEBORAH MOORE.

Linda A Gray
Personally Known _____ OR
Produced Identification ✓
Type of ID: OH DL RS 136645 EXP 99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:39

EXECUTED by ROBERT R. ARMINGTON on the 7 day of October,
1997, in Winter Haven, State of Florida.

Robert R. Armington
Robert L. Armington
Social Security No. 291-42-5323
Post Office Box 1346
Lake Wales, Florida 33859

EXHIBIT "A" TO
ARTICLES OF ORGANIZATION
OF
ARMINGTON RANCH, L.C.

- I. Real property located in Polk County, Florida, described as follows:

All of Section 32, Township 29 South, Range 29 East; All fractional Section 33, Township 29 South, Range 29 East, less and except the North 1647.58 feet; All of the NW 1/4 of Section 3, Township 30 South, Range 29 East, lying West and North of Walk-in-the-Water Creek; and the North 1109.70 feet of Section 4, Township 30 South, Range 29 East, lying west of Walk-in-the-Water Creek.

LESS AND EXCEPT:

Parcel I.D. No. 322929-000000-021020

Commence at the Point of Tangent for Curve 7 of AA Ranch Road, the description of which is recorded in Official Records Book 2138, page 723, of the public records of Polk County, Florida, and run N 77°39'05" E, along the centerline of said Road, 200.32 feet to the Point of Beginning. From the Point of Beginning, continue along the centerline of said Road the following courses and distances: N 77°39'05" E, 70.02 feet to the Point of Curve for Curve 8; thence Northeasterly on the arc of Curve 8 (Radius 3500 feet, Central Angle 4°01'54"), 246.28 feet to the Point of Tangent; thence N 73°37'11" E, 79.36 feet to the Point of Curve for Curve 9; thence Easterly on the arc of Curve 9 (Radius 225 feet, Central Angle 26°08'55"), 102.69 feet to a Point on Curve; thence leaving the centerline of AA Ranch Road, run S 10°40'00" W, 242.74 feet; thence S 17°32'11" W, 187.26 feet; thence S 46°52'25" W, 217.06 feet; thence N 26°00'00" W, 513.10 feet to the Point of Beginning. Said parcel of land contains 3.554 acres more or less and is subject to an Easement 30 feet wide along its North boundary for AA Ranch Road (a private road). All lying and being in Section 32, T29S, R29E, Public Records of Polk County, Florida.

AND LESS AND EXCEPT:

PARCEL I.D. 322929-000000-021010

Commence on the centerline of AA Ranch Road at the Point of Curve for Curve 7, the description of which is recorded in Official Records Book 2138, Page 723, of the Public Records of Polk County, Florida, and run Easterly on the arc of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 28 2 33 PM '07

Curve 7 (Central Angle 12°14'21", Radius 350 feet) 74.77 feet to the Point of Beginning. From the Point of Beginning continue Easterly on the arc of Curve 7 (Central angle 9°11'51", Radius 350 feet) 56.18 feet to the Point of Tangent; thence run on the centerline of said Road, N 77°39'05" E, 200.32 feet; thence leaving said Road run S 26°00'00" E, 354.29 feet thence South 88°52'45" West, 286.83 feet; thence North 24°00'00" West, 289.90 feet to the Point of Beginning. Said Parcel of land contains 1.908 acres more or less and is subject to an Easement 30 feet wide along its North boundary for AA Ranch Road (a private road). All lying and being in Section 32, Township 29 South, Range 29 East, Public Records of Polk County, Florida.

AND LESS AND EXCEPT:

Parcel I. D. No.: 332929-000000-034030

Begin 1252.74 feet North and 1823.81 feet East of the Southwest corner of Section 33, Township 29 South, Range 29 East, Polk County, Florida, and run N 65°00'00" E, 225.00 feet to the center of an existing canal, thence run S 38°30'00" E, in the center of said canal, 65.00 feet to a Point of Curve; thence Southeasterly on the Arc of a Curve to the left (radius 80.00 feet, central angle 40°00'00") 55.85 feet to a Point of Reverse Curve; thence Southerly and Westerly on the Arc of a Curve to the right (radius 110.00 feet, central angle 115° 00'00") 220.78 feet to a Point of Reverse Curve; thence Southerly on the Arc of a Curve to the left (radius 50.00 feet, central angle 71°19'29") 62.24 feet to a Point on Curve; thence, leaving the centerline of said canal, run N 87°00'00" W, 272.09 feet to the centerline of AA Canal Road and a Point on Curve; thence Northerly on the Arc of a Curve to the right (radius 200.00 feet, central angle 16°48'51", chord 58.48 feet, chord bearing N 28°31'39" W) 58.69 feet to a Point of Tangent; thence N 20°07'13" W, along said road centerline, 117.55 feet to a Point of Curve; thence run Northwesterly, along said road centerline, on the Arc of a Curve to the left (radius 500.00 feet, central angle 4°57'10") 43.22 feet to the Point of Beginning. Said parcel of land contains 1.8675 acres, more or less, and is subject to a 30 foot easement along its West boundary for AA Canal Road, and an easement 40 feet wide along its East boundary for an existing canal.

AND LESS AND EXCEPT:

Begin at a point 1252.74' North and 1823.81' East of the Southwest corner of Section 33, T. 29 S., R. 29 E. in Polk County, Florida, said point being the Northwest corner of an existing 1.8 acre parcel as shown on Survey Drawing Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

474001 by W.A. Read, Jr. and Associates, thence run on an assumed bearing of N. 65°00'00" E., 250.00' along the Northerly line of said existing parcel to a point lying in a canal; thence N. 32°20'30" W., 662.24' along the approximate centerline of said canal; thence S. 66°41'57" W., 196.86' to the centerline of AA Canal Road, a private road; thence S. 23°18'03" E., 153.50' along said centerline, to a curve concave Easterly, having a radius of 1000.00'; thence Southerly along said curve an arc distance of 117.37', through a central angle of 06°43'29" to the end of said curve; thence S. 30°01'33" E., 350.14' to a curve concave Westerly, having a radius of 500.00'; thence Southerly along said curve an arc distance of 43.22' through a central angle of 04°57'09", returning to the Point of Beginning; containing 3.2 acres, more or less.

TOGETHER WITH a right of access for Ingress and Egress over AA Ranch Road described as follows: All that part of AA Ranch Road as described in O.R. Book 2138, Page 723, of the Public Records of Polk County, Florida.

AND LESS AND EXCEPT:

Part of Parcel I.D. Number

A parcel of land containing 5.00 acres, more or less, lying in Section 33, Township 29 S., R. 29 E., Polk County, Florida, and more particularly described as follows: Begin at the West bank of an existing canal, said point of Beginning lies 950.00' along an assumed bearing of N. 16°30'00" W. as measured in a direct line from the centerline at the beginning of an existing concrete bridge, being that certain point of termination for the private road right-of-way (AA Ranch Road) as described in O.R. Book 3288 Page 1669 and Page 1670, Public Records of Polk County, Florida; thence S. 73°30'00" W. 200.00'; thence N 30°00'00" W. 990.00' approximately parallel to said canal; thence N. 60°00'00" E. 400.00'; thence S. 30°00'00" E. 100.00', more or less to said canal; thence Westerly and Southerly along said canal, returning to the Point of Beginning. Together with an ingress-egress easement along an existing traveled road running Northerly from the above described private AA Ranch Road, to this described parcel.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

II. The following tangible personal property, all of which is located on the aforescribed real property:

- 10 Bulls
- 119 Adult Cows
- 30 1996 Season Replacement Heifers

40 1997 Season Replacement Heifers
55 Old Cows
Old Ford 5900 Tractor
Oliver 600 Grove Tractor
Old Bush Hog (3 Point)
Grain-o-vator Self Unloading Wagon
Old Honda 200
Drag Pulled Behind Tractor for Smoothing
Hay Holder
300 Gal. Molasses Tank on Wheels
Yard Tools and Misc.
Feed on Hand
4 Mineral Feeders

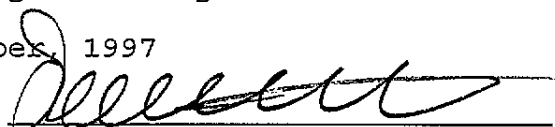
FH/CORP/ARMRANCH.LCA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:39

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ARMINGTON RANCH, L.C., as the Registered Agent of such limited liability company, to accept service of process for Armington Ranch, L.D., hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 23rd day of October, 1997


Robert R. Crittenden
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:39